

Exhibit 1

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1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK
3 CASE NO. 18-MD-2865 (LAK)

4 IN RE:
5 CUSTOMS AND TAX ADMINISTRATION OF
6 THE KINGDOM OF DENMARK
7 (SKATTEFORVALTNINGEN) TAX REFUND
8 SCHEME LITIGATION

9 This document relates to:
10 All cases

11
12 C O N F I D E N T I A L
13

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15 REMOTE VTC VIDEOTAPED DEPOSITION UNDER ORAL
16 EXAMINATION OF
17 HELEN SORENSEN
18 VOLUME II

19 DATE: December 7, 2021
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25 REPORTED BY: CHARLENE FRIEDMAN, CCR, RPR, CRR

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TRANSCRIPT of the videotaped deposition of
the witness, called for Oral Examination in the
above-captioned matter, said deposition being taken by
and before CHARLENE FRIEDMAN, a Notary Public and
Certified Court Reporter of the State of New Jersey, a
Registered Professional Reporter, and a Certified
Realtime Reporter, via WEBEX, ALL PARTIES REMOTE, on
December 7, 2021, commencing at approximately 7:09 in
the morning, EST.

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1 MR. SMITH: Objection to form, and
2 also objection along the lines of -- of my
3 prior objection as to this being outside the
4 scope of my direct.

5 A You're asking me if investor A is
6 the beneficial owner of this example, and I
7 will not -- that has not been presented to
8 me.

9 Q It is possible that investor A
10 would not yet be registered or never be
11 registered with VP Securities, correct?

12 MR. SMITH: Objection.

13 Q As an example?

14 MR. SMITH: Objection to form,
15 calls for speculation.

16 A Investor A -- if investor A is a
17 customer in a bank that is not a direct
18 participant in VP Securities, then
19 VP Securities would never know any
20 information about the trades, whether it's an
21 old holding or a borrowed holding.

22 Q And if the company issued a
23 dividend, investor A would be entitled to the
24 dividend, correct?

25 MR. SMITH: Objection to form.

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1 A That is incorrect because the
2 entitlement of dividend is registered at the
3 settlement date.

4 Q Okay. Let's go to Mr. Smith's
5 hypothetical of customers A and B who are --
6 who have accounts within the same custodial
7 bank in a single omnibus account.

8 And Mr. Smith asked you if A buys
9 and B sells one hundred shares and at the
10 start of the day there are no shares at the
11 custodial bank, at the end of the day you
12 would agree that there would be no shares at
13 the custodial bank.

14 Do I have that right?

15 MR. SMITH: Objection to form,
16 misstates the prior questioning.

17 A I agree that the sum at the end of
18 the day would be zero.

19 Q And the analysis wouldn't be any
20 different if, at the start of the day, the
21 custodian held ten million shares of Novo
22 Nordisk.

23 At the end of the day, the
24 custodian would still own ten million shares
25 of Novo Nordisk, right?

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1 MR. SMITH: Objection to form.

2 A There is ten million shares on the
3 securities account on record date, and at 5
4 o'clock -- at 5:59:59:59 in VP Securities,
5 then the amount of shares would calculate a
6 certain amount of dividend to be distributed
7 to that securities account.

8 Q Sure.

9 And my -- my question was just
10 about the netting or what's called
11 internalizing.

12 And so, if at the start of the day
13 the custodian has ten million shares of Novo
14 Nordisk, and during the course of the day
15 customers A and B exchange 20 million shares
16 buying and selling, but the buys equal the
17 sales, at the end of the day the custodian
18 still has ten million shares in its account,
19 correct?

20 MR. SMITH: Objection to form.

21 A At the end of the day, there is ten
22 million shares registered on the securities
23 account, and that is the basis for
24 distribution calculation.

25 Q Understood.

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1 And -- and I'm not even asking a
2 distribution of dividends, but to go back to
3 Mr. Smith's numbers where the custodian
4 started with zero shares, do you have that in
5 mind?

6 MR. SMITH: Objection to form.

7 A Umm-hmm.

8 Q And client A bought one hundred
9 shares and client B sold one hundred shares,
10 do you have that in mind?

11 A Yes.

12 MR. SMITH: Objection to form.

13 Q At the end of the day, the
14 custodian would have, assuming it started the
15 day with no shares, it would end the day with
16 no shares, correct?

17 MR. SMITH: Objection to form.

18 A Correct.

19 Q It would have nothing to report to
20 VP Securities, correct?

21 MR. SMITH: Objection to form.

22 A That is correct.

23 Q Now, if we increase all of these
24 numbers so that the custodian starts the
25 morning with one million shares of Novo

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1 Nordisk and then throughout the day,
2 customers A and B buy and sell, respectively,
3 ten million shares of Novo Nordisk, at the
4 end of the day the custodian still only has
5 one million shares in its account, correct?

6 MR. SMITH: Objection to form.

7 Q Assuming no other activity?

8 MR. SMITH: Objection to form.

9 A At the end of the day, there would
10 still be one million shares at the -- at the
11 account at the end of the day, yes.

12 Q Okay. And your answers to Mr.
13 Smith don't change if the custodian starts
14 the day with a million shares or starts the
15 day with zero shares, right?

16 MR. SMITH: Objection to form.

17 A That is correct.

18 Q Now, you talked a bit about these
19 four alternative models of dividend --
20 administering dividend withholding tax.

21 Do you recall that?

22 MR. SMITH: Objection to form.

23 A Yes.

24 Q Have there been any political
25 obstacles you've seen to implementing any of

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1 these?

2 MR. SMITH: Objection to form.

3 A I think you need to be a little bit
4 more specific.

5 Q Has it been challenging, based on
6 the sort of on text in Denmark, to implement
7 any one of these four strategies?

8 MR. SMITH: Objection to the form.

9 A I still don't think it's specific
10 enough.

11 And when you say "challenging," in
12 regards to who and what and why?

13 Q Sure.

14 Has there been any pushback from
15 any officer or minister or other actual
16 representative of the Kingdom of Denmark that
17 has made it difficult to implement an
18 alternative dividend withholding tax system?

19 MR. SMITH: Objection to form.

20 A I don't know. I have only
21 participated in the working group, so the
22 entire political perspective has not reached
23 me.

24 Q And what is the status of the
25 working group's work today?